

PROFFERS
ARLINGTON BOULEVARD DEVELOPMENT, L.L.C.
PCA C-108

March 13, 2013

Pursuant to Section 15.2-2303(A) of the Code of Virginia (1950, as amended) and Section 18-204 of the Zoning Ordinance of Fairfax County (1978, as amended), the property owner/applicant, for itself and its successors and/or assigns (hereinafter collectively referred to as the "Applicant"), hereby proffers that the development of the parcel under consideration and shown on the 2013 Fairfax County tax maps as Tax Map 51-3 ((1)) 1D (the "Property") shall be in accordance with the following conditions if, and only if, Proffered Condition Amendment application C-108 is granted.

GENERAL

1. Conceptual/Final Development Plan. The Property shall be developed in substantial conformance with the Conceptual Development Plan Amendment ("CDPA") and Final Development Plan Amendment ("FDPA") entitled Arlington Boulevard Development, L.L.C. Conceptual Development Plan Amendment/Final Development Plan Amendment dated March 12, 2012 and revised through March 13, 2013, prepared by VIKI, Incorporated and Hord Coplan Macht, Inc. (the "CDPA/FDPA").
2. Elements of CDP. Notwithstanding the fact that the CDPA and FDPA are presented on the same plan, the elements that are components of the CDPA are limited to the perimeter points of access, the general location of the building and open space, uses, maximum number of dwelling units, the amount of non-residential uses, building heights, and setbacks from the peripheral lot lines shown on Sheets C-5 and C-5 of the CDPA/FDPA and only a future amendment to such elements shall require a subsequent CDPA or Proffered Condition Amendment.
3. Minor Modifications. Minor modifications to the CDPA/FDPA may be permitted when necessitated by sound engineering or that may become necessary as part of final site design or engineering, pursuant to Section 16-403(4) of the Zoning Ordinance. The building footprint may be altered and the number of residential units (as defined herein) and corresponding adjustments made in required parking, Affordable Dwelling Units ("ADUs") and Workforce Dwelling Units ("WDUs") may be made, so long as (a) the minimum provided open space is not reduced; (b) the building height is not increased; (c) the setbacks to the peripheral lot lines are not diminished; and (d) the development otherwise is in substantial conformance with the CDPA/FDPA as determined by the Zoning Administrator.
4. Proposed Development. Development on the Property shall include a maximum of 227,455 square feet of gross floor area ("GFA"), including bonus GFA associated with the provision of Affordable Dwelling Units (ADUs) and Workforce Dwelling Units (WDUs). The primary use of the Property shall be residential, which may include

accessory uses and home occupations as defined by the Zoning Ordinance. A maximum of 174 multi-family dwelling units and 14 single-family attached dwellings are permitted. Approximately 14,800 square feet of GFA of non-residential uses shall be permitted on the ground floor as shown on the CDPA/FDPA. The "Retail" category identified in the development tabulations on Sheet C-2 of the CDPA/FDPA may include business service and supply establishments, eating establishments, financial institutions, garment cleaning establishments, offices, personal service establishments, repair service establishments, retail sales establishments, automated teller machines, fast food restaurants, quick service food stores, health clubs and private schools of general or special education, subject to the Use Limitations in Section 6-206 of the Zoning Ordinance. Rooftop telecommunication facilities are permitted, provided such facilities are flush mounted and integrated in to the architecture. Telecommunications equipment may also be architecturally integrated onto the facades of the building where necessary to ensure on-street and/or open space coverage.

The Applicant reserves the right to construct service, resident amenity and storage uses in the cellar. The cellar space shall not contain habitable residential units.

5. Special Exception/Special Permit Uses. Uses allowed by special exception or special permit in the PDC District may be authorized through a separate special exception or special permit process without the need for a PCA or CDPA, provided the use is in general conformance with the approved CDPA.
6. Building Height. The maximum building height shall be no greater than 72 feet adjacent to Arlington Boulevard and 45 feet adjacent to South Street. Building height shall be measured in accordance with the provisions of the Fairfax County Zoning Ordinance and shall be exclusive of those structures that are excluded from the maximum height regulations as set forth in Section 2-506 of the Zoning Ordinance.

PARKING

7. Zoning Ordinance Requirements. Parking shall be provided in conformance with the requirements of Article 11 of the Fairfax County Zoning Ordinance in effect at the time of approval of this application, or at the Applicant's option, at a lower requirement that may be adopted as a future amendment to the Fairfax County Zoning Ordinance. Up to 80 parking spaces within the adjacent garage on 2013 Tax Map 51-3 ((1)) 1B and 1E, which through a parking agreement have been made available for the exclusive use of the residential and retail uses on the Property, may serve as required parking for the Property in keeping with the provisions of Section 11-102, Paragraph 1 of the Zoning Ordinance.
8. Bicycle Parking. The Applicant shall install a bicycle rack in the location generally shown on Sheet C-5 of the CDPA/FDPA and provide bicycle parking facilities within the residential structure or parking structure. A minimum of 30 bicycle parking spaces shall be provided. Bike racks shall be inverted U-style racks or other design approved by Fairfax County Department of Transportation ("FCDOT"). The final location of bicycle parking facilities shall be reviewed by FCDOT prior to site plan approval.

TRANSPORTATION

9. South Street.

- A. If approved by the Virginia Department of Transportation ("VDOT"), the Applicant shall construct: (a) curb extensions on all four corners of the intersection of South Street with Westover Street and the Property's western entrance and (b) curb extensions on the south side of South Street at the Property's existing eastern entrance, as shown on Sheet C-5 of the CDP. Should VDOT not approve the curb extensions, the Applicant shall construct standard entrances to the Property on South Street as approved by VDOT.
- B. The construction of the Property's entrance on South Street opposite Westover Street as shown on Sheet C-5 will require an easement from adjacent property identified as 2013 Tax Map 51-3 ((1)) 1C ("Parcel 1C"). Should the Applicant be unable to obtain an easement from Parcel C1 through a cooperative agreement with the owner of Parcel C1, the Applicant shall construct the entrance and intersection in keeping with the design shown on Sheet C-5A of the CDP.
- C. If approved by VDOT, the Applicant shall restripe and sign South Street between Arlington Boulevard and Hillwood Avenue to accommodate bike lanes and/or sharrows (shared vehicle/bicycle lanes).
- D. Construction of improvements to South Street shall occur concurrent with development of the Property.

10. Inter-Parcel Access. At the time of site plan approval for the Property, the Applicant shall record an inter-parcel access easement, in a form acceptable to the County Attorney, to permit future connection of the drive aisle on the Property to Parcel 1C as shown on Sheet C-5 of the CDPA/FDPA. Should a site plan for Parcel 1C be approved with a drive aisle connection aligned with the inter-parcel easement shown on Sheet C-5 prior to approval of the final site plan for the Property, the Applicant shall construct the drive-aisle on the Property to the western property line.

11. Transportation Demand Management Plan. The proffered elements of the Transportation Demand Management Program (the "TDM Program") as set forth below are more fully described in the Arlington Boulevard Development, L.L.C, Mixed Use Transportation Demand Management Plan prepared by M.J. Wells + Associates, Inc. dated June 12, 2012 (the "TDM Plan"). It is the intent of this Proffer that the TDM Plan will adapt over time to respond to the changing transportation related circumstances of the Property, the surrounding community and the region, as well as to technological and/or other improvements, all with the objective of meeting the trip reduction goal as set forth in this Proffer. Accordingly, modifications, revisions, and supplements to the TDM Plan as coordinated with FCDOT can be made without the need for a PCA provided that the TDM Plan continues to reflect the proffered elements of the TDM Program as set forth below.

- A. Definitions. For purposes of this Proffer, "Build Out" shall be deemed to occur upon the issuance of (i) 100% of all RUP (Residential Use Permit(s)) for the residential units site plan approved and constructed on the Property, and (ii) Non-RUPs (Non-Residential Use Permit(s)) representing 80% of the maximum gross floor area for the retail uses site plan approved and constructed on the Property.
- B. Trip Reduction Objective. The objective of this TDM Program shall be to reduce the vehicle trips generated by residents of the Property (i.e., not including trips associated with the retail uses), during weekday peak hours associated with the adjacent streets as more fully described in the TDM Plan, by 25%. This trip reduction percentage shall be multiplied by the total number of residential vehicle trips that would be expected to be generated by the dwelling units developed on the Property as determined by the application of the Institute of Traffic Engineers, 8th Edition, Trip Generation rates and/or equations (the "ITE Trip Generation"), and the number of trips determined by the product of such equation shall be referred to herein as the "Maximum Trips After Reduction." For purposes of this calculation, the maximum number of dwelling units proposed to be constructed on the Property as determined at the time of site plan approval shall be applied to the calculation described in the preceding sentence.
- C. TDM Program Components. The TDM Program shall include, but not necessarily be limited to, the following components, each of which is more fully described in the TDM Plan:
- (i) Site-wide TDM Program Management.
 - (ii) Transportation Program Web Site.
 - (iii) Promote Real Time Transit Information.
 - (iv) Local Transportation Access Guide.
 - (v) Dissemination of County/Regional Program Information.
 - (vi) Live-Work-Plan Marketing.
 - (vii) Bicycle facilities, as set forth in Proffer 8.
 - (viii) Regular monitoring/reporting.
 - (ix) Parking Management/Try Transit Campaign
- D. Process of Implementation. The TDM Program shall be implemented as follows, provided that modifications, revisions, and supplements to the implementation process as set forth herein as coordinated with FCDOT can be made without requiring a PCA.

- (i) TDM Program Manager. The Applicant shall appoint and continuously employ, or cause to be employed, a TDM Program Manager (TPM) for the Property. The TPM shall be appointed no later than sixty (60) days after the issuance of the building permit for the Property. The TPM duties may be part of other duties associated with the appointee. The Applicant shall notify FCDOT and the District Supervisor in writing within 10 days of the appointment of the TPM. Thereafter the Applicant shall do the same within ten (10) days of any change in such appointment.
- (ii) TDM Work Plan, TDM Budget and Subsequent Annual Reports. If not already effectuated for the then-current calendar year, the TPM shall prepare and submit to FCDOT an initial TDM Work Plan and TDM Budget no later than 180 days after issuance of the first building permit associated with the Property. The TDM Work Plan shall include, at a minimum:
 - a. Details as to the start-up/on-going components of the TDM Work Plan;
 - b. The budget needed to implement the TDM program (the "TDM Budget") for the coming calendar year;
 - c. A determination of the applicable Maximum Trips After Reduction for the Property in accordance with Paragraph B above;
 - d. Adequacy and evaluation of the shuttle service described more fully in Proffer 12 below; and
 - e. Provision of the specific details associated with the monitoring and reporting requirements of the TDM Program in accordance with the TDM Plan.

The initial TDM Work Plan shall be reviewed by FCDOT. If FCDOT has not responded with comments within sixty (60) days after submission, then the TDM Work Plan shall be deemed approved and the TDM Plan shall be implemented. If FCDOT responds with comments on the TDM Work Plan, then the TPM will meet with FCDOT staff within fifteen (15) days of receipt of the County's comments. Thereafter but in any event, no later than thirty (30) days after the meeting, the TPM shall submit such revisions to the TDM Program as discussed and agreed to with FCDOT and begin implementation of the approved program and fund the approved TDM Budget.

Each year thereafter, the TPM shall prepare a report summarizing the results of the TDM Program (the "Annual Report") and submit it to FCDOT no later than February 1st. The Annual Report shall update the TDM Program and TDM Budget for each succeeding calendar year,

modify or enhance program elements and establish a budget to cover the costs of implementation of the TDM Program for such year. The expected annual amounts of the TDM Budget are further described in Section 4.0 of the TDM Plan. The Annual Reports shall be subject to the same review and approval process as described in this Proffer 11D (ii) for the initial TDM Work Plan.

- (iii) TDM Account. If not previously established, the TPM shall establish a separate interest bearing account with a bank or other financial institution qualified to do business in Virginia (the "TDM Account") within 30 days after approval of the TDM Work Plan and TDM Budget. All interest earned on the principal shall remain in the TDM Account and shall be used by the TPM for TDM purposes. The TDM Account shall be funded by the Applicant, through the TPM. Funds in the TDM Account shall not be utilized for purposes other than to fund TDM strategies/programs and/or specific infrastructure needs as may be approved in consultation with FCDOT.

Funding of the TDM Account shall be in accordance with the budget for the TDM Program elements to be implemented in a year's Annual Report. In no event shall the TDM Budget exceed the start-up budget of \$41,500 (this amount shall be adjusted annually as set forth in Proffer 34. The TPM shall provide written documentation to FCDOT demonstrating the establishment of the TDM Account within ten (10) days of its establishment. The TDM Account shall be replenished annually thereafter following the establishment of each year's TDM Budget. The TDM Account shall be managed by the TPM.

- (iv) TDM Remedy Fund. At the same time the TPM creates and funds the TDM Account, the TPM shall establish a separate interest bearing account (referred to as the "TDM Remedy Fund") with a bank or other financial institution qualified to do business in Virginia. Funding of the TDM Remedy Fund shall be at the rate of \$0.20 per gross square foot of new residential uses on the Property. Funding shall be provided by the Applicant prior to the issuance of the first initial RUP associated with the Property. This amount shall be adjusted annually as set forth in Proffer 34 below. Funds from the TDM Remedy Fund shall be drawn upon only for purposes of immediate need for TDM funding and may be drawn on prior to any TDM Budget adjustments as may be required.
- (v) TDM Incentive Fund. The "TDM Incentive Fund" is an account into which the Applicant through the TPM, shall deposit contributions to fund a transit incentive program for initial purchasers/lessees within the Subject development. Such contributions shall be made one time at the rate of \$0.02 per gross square foot of new residential uses constructed on the Property and provided prior to the issuance of the first RUP. This amount shall be adjusted annually as set forth in Proffer 34 below. If funds remain

after incentives are provided to initial purchasers/lessees, the Applicant shall continue to provide incentives until the fund is depleted.

- (vi) Monitoring. The Applicant shall verify that the proffered trip reduction goals are being met through the provision of person surveys, trip counts of residential uses and/or other such methods as may be reviewed and approved by FCDOT. Surveys shall be conducted and traffic counts collected for the Property at Build-Out. Surveys shall be conducted every three years and traffic counts shall be collected annually until the results of three consecutive traffic counts show that the applicable Maximum Trips After Reduction for the Property are not exceeded.

E. Remedies. If the TDM Program monitoring reveals that the Maximum Trips After Reduction for the Property is exceeded, then the TPM shall meet and coordinate with FCDOT to address, develop and implement such remedial measures as may be identified in the TDM Plan and Annual Report.

- (i) Remedies. If it is determined at Build-Out that the TDM Program monitoring reveals that the Maximum Trips After Reduction for the Property is exceeded, then the TPM shall meet and coordinate with FCDOT to address, develop and implement such remedial measures as may be, but not limited to those, identified in the TDM Plan and Annual Report. Such remedial measures shall be funded by the Remedy Fund; the amount of additional monies to be expended annually on remedial measures shall be based on the following scale:

<u>Trip Goals Exceeded</u>	<u>Remedy Expenditure</u>
Up to 1%	No Remedy needed
1.1% to 3%	1% of Remedy fund
3.1% to 6%	2% of Remedy Fund
6.1% to 10%	4% of Remedy Fund
Over 10%	8% of Remedy Fund

- (ii) There is no requirement to replenish the TDM Remedy Fund at any time. Any cash left in the Remedy Fund shall be released to the Applicant once three consecutive counts conducted upon Build-Out show that the Maximum Trips After Reduction have not been exceeded.

F. Additional Trip Counts. If an Annual Report indicates that a change has occurred that is significant enough to reasonably call into question whether the applicable vehicle trip reduction goals are continuing to be met, then FCDOT may require the TPM to conduct additional Trip Counts (pursuant to the methodology set forth in the TDM Plan) within 90 days to determine whether in fact such objectives are being met. If any such Trip Counts demonstrate that the applicable vehicle trip reduction goals are not being met, then the TPM shall meet with FCDOT to review the TDM strategies in place and to develop modifications to the TDM Plan to address the surplus of trips.

- G. Review of Trip Reduction Goals. Upon Build-Out and concurrent with remedial actions as outlined in Paragraph E, the Applicant may request that FCDOT review the vehicle trip reduction goals established for the Property and set a revised lower goal for the Property consistent with the results of such surveys and traffic counts provided for by this Proffer. In the event a revised lower goal is established for the Property, the Maximum Trips After Reduction shall be revised accordingly for the subsequent review period without the need for a PCA.
 - H. Continuing Implementation. The Applicant through the TPM shall bear sole responsibility for the implementation of the TDM Program and compliance with this Proffer. The Applicant through the TPM shall continue to administer the TDM Program in the ordinary course in accordance with this Proffer including submission of Annual Reports.
 - I. Notice to Owners. The current owner shall advise all successor owners and/or developers of their funding obligations pursuant to the requirements of this Proffer prior to purchase and the requirements of the TDM Program, including the annual contribution to the TDM Program (as provided herein), shall be included in all initial and subsequent purchase documents.
 - J. Enforcement. IF the TPM fails to timely submit a report to FCDOT as required by this Proffer, Fairfax County will thereafter issue the TPM a written notice stating the TPM has violated the terms of this Proffer and providing the TPM with sixty (60) days within which to cure such violation. If after such sixty (60) day period the TPM has not submitted the delinquent report, then the Applicant shall be subject to a penalty of \$100 per day until such time as the report is submitted to FCDOT. Such penalties shall be payable to Fairfax County and shall be used for transit, transportation, or congestion management improvements within the vicinity of the Property.
12. Shuttle Component Applicable to the Property. The Applicant shall provide a shuttle bus/van service from the Property to the East Falls Church Metro Station and/or the Seven Corners Transit Facility individually or in partnership with the adjacent office buildings to the east. Residents of the Hillwood/Westover neighborhood (generally located north of Route 50 between Cherry Street and South Street in Fairfax County) may utilize the shuttle on a space available basis, and to that end a shuttle stop shall be provided on South Street or another location in close proximity to South Street. The TPM shall be responsible for instituting a shuttle pass or similar system for residents in the Hillwood/Westover neighborhood. The shuttle service shall commence service to/from the Property prior to the occupancy of the 150th RUP on the Property. The shuttle service shall provide for at least fifteen (15) passengers and shall, at a minimum, operate on weekdays (except for federal holidays) for three hours during the morning peak (6:00 AM to 9:00 AM) and three hours during the evening peak (4:00 PM to 7:00 PM) and may (at the Applicant's sole discretion) run on Saturdays between 11:00 AM and 7:00 PM. The frequency of trips shall be adjusted to reasonably meet demand as determined by periodic surveys/evaluations and in consultation with FCDOT. Adequacy and evaluation of the shuttle service shall be provided as part of the Annual Report submitted to FCDOT

in conjunction with the TDM proffer outlined above. It is the intent that the shuttle service remain in operation for as long as a shuttle service is being provided for the adjacent office buildings. However, if it is determined by the Applicant that demand for the shuttle service to the Property does not warrant continuation, the Applicant may after consultation with FCDOT elect to cease operation.

13. Traffic Assessment and Management Plan. A traffic assessment and management plan for the Hillwood/Westover neighborhood, prepared by Wells + Associates, Inc. and dated November 30, 2012, was provided to the County and the Hillwood/Westover neighborhood for their consideration. Prior to the issuance of the 100th RUP on the Property, the Applicant shall provide a contribution of \$100,000.00 to the Fairfax County Board of Supervisors for the benefit of the Hillwood/Westover neighborhood, to fund traffic calming, traffic management, pedestrian enhancements and/or parking management measures as deemed appropriate by the County and the Hillwood/Westover neighborhood. Should all or a portion of the contribution not be utilized for traffic management measures, then the contributed amount may be used to fund improvements to nearby Azalea Park or other community facilities as determined jointly by the County and the Hillwood/Westover neighborhood.

SITE DESIGN AND AMENITIES

14. Landscape Plan. The CDPA/FDPA includes a conceptual landscape plan for the Property (Sheet L-1) and detail sheets (Sheets L-1 through L-6) illustrating the plantings and other features to be provided. As part of each site plan submission, the Applicant shall submit to Urban Forest Management Division ("UFMD") of the Department of Public Works and Environmental Services ("DPWES") for review and approval a detailed landscape and tree cover plan (the "Landscape Plan"), which shall be consistent with the quality and quantity of plantings and materials shown on the CDPA/FDPA. Adjustments to the type and location of vegetation and the design of landscaped areas and streetscape improvements/plantings shall be permitted in consultation with DPZ, and as approved by UFMD. The Applicant shall provide for the maintenance and replacement, as may be needed, of all plantings on the Property.
15. Streetscaping. Streetscape improvements and plantings shall be provided as indicated on Sheets L-1, L-3, L-4 and L-5 of the CDPA/FDPA.
 - A. All plantings shown within VDOT rights-of-way shall be subject to VDOT review and approval.
 - B. Trees shown in median between Arlington Boulevard and the associated service drive in front of the Property and in front of the adjacent office building to the east shall be installed by the Applicant subject to VDOT review and approval and provided installation does not require relocation of existing utilities.
 - C. Other street trees shown along the Applicant's South Street and Arlington Boulevard frontages shall be provided as shown, and the Applicant agrees to relocate existing utilities, if needed, to accommodate the trees. Notwithstanding

the foregoing, the Applicant reserves the right, in consultation with the Zoning Administrator, to shift the location of street trees along the proposed streetscapes to accommodate final architectural design, utilities and layout considerations, and sight distance requirements so long as such modifications are in general conformance with the CDPA/FDPA and do not reduce the overall quantity of plantings

16. Parking Garage Screening. To screen the view of the existing parking garage located on adjacent property to the east identified as Tax Map 51-3 ((1)) 1B and 1E from residential units on the Property, the Applicant shall install an architectural metal, wood, or wood alternative screen panel system and a mixture of evergreen and ornamental plantings as shown on Sheet L-2 of the CDPA/FDPA.
17. Pedestrian Circulation. In combination with the streetscape improvements identified in these Proffers, the Applicant shall provide sidewalks of varying widths and crosswalks at site entrances, as indicated on the CDPA/FDPA. A painted crosswalk shall be provided across South Street in the vicinity of Westover Street. This crosswalk and all sidewalk improvements located within existing or proposed rights-of-way shall be subject to approval and approval by VDOT.
18. Amenities and Facilities for Residents. The Applicant shall provide on-site recreational facilities for the future residents of the Property. Pursuant to Paragraph 2 of Section 6-110 and Paragraph 2 of Section 16-404 of the Zoning Ordinance regarding developed recreational facilities, the Applicant shall expend a minimum of \$1,700 per market-rate and workforce residential unit on such recreation facilities. Prior to final bond release for the Property, the balance of any funds not expended on-site shall be contributed to the Fairfax County Board of Supervisors for use by the Fairfax County Park Authority for the provision of recreation facilities located in proximity to the Property.

The Applicant shall provide the following facilities or amenities:

- A. Private recreational courtyards as illustrated on Sheet L-2 of the CDPA/FDPA, with informal seating areas, specialty landscaping, hardscape areas, passive recreation areas, and a swimming pool;
 - B. Clubroom for community gatherings with a minimum square footage of 1,000 square feet;
 - C. Fitness center with a minimum square footage of 1,000 square feet, with equipment such as stationary bikes, treadmills, weight machines, free weights, etc.; and
 - D. Bicycle parking/storage facilities as described in Proffer 8.
19. Lighting. Outdoor lighting shall comply with the Outdoor Lighting Standards of Section 14-900 of the Zoning Ordinance. Building mounted security lighting shall utilize full cut-off fixtures with shielding such that the lamp surface is not directly visible.

20. Signage. Signage for the Property shall be provided in accordance with the requirements of Article 12 of the Zoning Ordinance or pursuant to a Comprehensive Sign Plan approved by the Planning Commission.

ARCHITECTURAL DESIGN

21. Building Design and Materials. The general architectural design of the proposed building is shown on Sheets A-3 and A-4 of the CDPA/FDPA (the "Concept Elevations"). The Concept Elevations are conceptual in nature and may be modified by the Applicant as part of final engineering and building design, provided that such modifications provide a similar quality of design and are in general conformance with that shown.

- A. The facades of the single family attached dwellings along South Street shall be predominately brick or masonry with architectural details and accents in complementary materials as reflected on the Concept Elevations.
- B. Building materials for the multi-family portion of the building, as generally reflected on the Concept Elevations, shall be selected from among the following: brick, cementitious or other composite architectural panels and trim materials, masonry/stone, aluminum trim, glass, steel, split-face block, pre-cast panels, and other incidental components or materials, provided that final architectural details and accents may include other materials. The same quality of building materials shall be utilized on all four sides of the multi-family building.
- C. Bay windows, balconies, awnings, and other architectural details may be provided so long as such features do not extend more than eight (8) feet beyond the building footprints shown on the CDPA/FDPA, and provided that the streetscape features are maintained.
- D. The breezeway connecting the front of the building facing Route 50 to the interior courtyard shall be constructed with a minimum of 50% transparent glazing of the side walls up to a height of 10 feet above the walkway.

22. Green Building Certifications.

- A. The Applicant shall include, as part of the building plan submission for each residential building to be constructed on the Property, a list of specific credits within the most current version of the U.S. Green Building Council's Leadership in Energy and Environmental Design—New Construction (LEED®-NC) rating system at the time of the project's registration, or other LEED rating system determined to be applicable by the U.S. Green Building Council (USGBC), or its equivalent (as determined jointly by the Applicant and Fairfax County), that the Applicant anticipates attaining.
- B. In addition, the Applicant shall designate the Chief of the Environment and Development Review Branch of the Department of Planning and Zoning (DPZ) as a team member in the USGBC's LEED Online system. This team member will have privileges to review the project status and monitor the progress of all

documents submitted by the project team, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.

- C. Except as otherwise provided below as an alternative, a LEED or equivalent-accredited professional ("LEED-AP") who is also a professional engineer or licensed architect will provide certification statements at the time of building plan review confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED-NC certification of the project.
- D. Prior to building plan approval, the Applicant shall post a "green building escrow," in the form of cash, bond or a letter of credit from a financial institution acceptable to DPWES as defined in the Public Facilities Manual ("PFM"), in the amount of \$2.00/square foot of GFA. This green building escrow will be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of the most current version of LEED-NC certification at the time of the project's registration, or other LEED rating system determined, by the USGBC, to be applicable to each building. The provision to the Environment and Development Review Branch of DPZ of documentation from the USGBC that each building has attained LEED-NC certification will be sufficient to satisfy this commitment. At the time LEED-NC certification is demonstrated to the Environment and Development Review Branch of DPZ, the escrowed funds shall be released to the Applicant.

If the Applicant provides to the Environment and Development Review Branch of DPZ, within two (2) years of issuance of the final RUP for the building, documentation demonstrating that LEED-NC certification for the building has not been attained but that the building has been determined by the USGBC to fall within three (3) points of attainment of LEED-NC certification, 50% of the green building escrow will be released to the Applicant; the other 50% will be released to Fairfax County (the "County") and will be posted to a fund within the County budget supporting implementation of County environmental initiatives.

If the Applicant fails to provide, within two (2) years of issuance of the final RUP for the building, documentation to the Environment and Development Review Branch of DPZ demonstrating attainment of LEED-NC certification or demonstrating that the building has fallen short of LEED-NC certification by more than three (3) points, the entirety of the escrow for that building will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives.

If the Applicant provides documentation from the USGBC demonstrating, to the satisfaction of the Environment and Development Review Branch of DPZ, that USGBC completion of the review of the LEED-NC certification application has been delayed through no fault of the Applicant, the Applicant's contractors or subcontractors, the proffered time frame may be extended as determined

appropriate by the Zoning Administrator, and no release of escrowed funds shall be made to the Applicant or to the County during the extension.

- E. As an alternative to the actions outlined in the paragraphs B and C above, the Applicant may choose at its sole discretion to pursue a certification higher than LEED-NC, in which case a LEED or equivalent-accredited professional will provide certification statements at the time of building plan review confirming that the items on the list of specific credits will meet at least the minimum number of credits necessary to attain LEED-NC Silver certification.

Prior to final building plan approval for the building to be constructed, the Applicant shall submit documentation, to the Environment and Development Review Branch of DPZ, regarding the USGBC's preliminary review of design-oriented credits in the LEED program. This documentation will demonstrate that the building is anticipated to attain a sufficient number of design-related credits that, along with the anticipated construction-related credits, will be sufficient to attain LEED-NC Silver certification. Under this alternative, the Applicant is not required to provide a "green building escrow" unless the Applicant fails to provide the above referenced documentation that the building is anticipated to attain LEED NC Silver certification.

23. Shared Energy. To allow potential future energy sharing between the Property and adjacent office buildings to the east, including but not limited to combined heat and power (CHP) (co-generation), micro-CHP, distributed energy resources, and district heating and/or cooling, the Applicant shall ensure that a utility sleeve is provided between the two properties to accommodate a pipe/facility a maximum of 12 inches in diameter.

ENVIRONMENT

24. Stormwater Management Facilities.

- A. Stormwater Quantity. On-site stormwater detention facilities shall be provided to meet the Public Facilities Manual ("PFM") requirement for detention of the two and ten year storms.
- B. Best Management Practices. Best Management Practices ("BMP") shall be provided in order to improve water quality associated with stormwater runoff. Using structural and/or non-structural BMPs such as sand filters, storm filters, Filterra devices or a combination thereof, the site plan shall demonstrate that, after the full build-out, there is a forty percent (40%) reduction of the phosphorous loading from the Property
- C. Low Impact Development. The Applicant shall, subject to approval by DPWES and VDOT, incorporate Low Impact Development ("LID") strategies, in the courtyards and streetscapes where feasible. Specific details concerning the

plantings and design elements of the courtyard areas and streetscapes shall be included on the Landscape Plan be submitted pursuant to these Proffers.

- D. Maintenance Responsibility. The Applicant shall provide for the maintenance of the stormwater facilities as set forth in the conditions associated with Waiver #24549-WPFM-001-1 dated August 15, 2012.
25. Noise Attenuation. The Applicant has submitted a Noise Testing and Analysis of the Property prepared by Polysonics Acoustics and Technology Consulting, dated October 1, 2012. The analysis indicates that projected traffic noise will be greater than 65 dBA Ldn for some dwelling units but that no dwelling units will be impacted by noise as high as 70 dBA Ldn. Prior to final site plan submission, the Applicant shall submit a refined traffic noise impact study including a building shell analysis to the Environment and Development Review Branch of DPZ for review. Based on the findings of that report, the Applicant shall identify units on the site plan that are impacted by noise at 65 dBA Ldn or greater and shall provide the following noise attenuation measures, unless otherwise modified by the findings of the refined noise impact study.

In order to reduce interior noise to a level of approximately 45 dBA Ldn, dwelling units anticipated by the study to be impacted by traffic noise having levels projected to be between 65 and 70 dBA Ldn, shall be constructed with the following acoustical measures:

Exterior walls shall have a laboratory sound transmission class (STC) rating of at least 39. Doors and glazing shall have a laboratory STC rating of at least 28 unless glazing constitutes more than 20% of any façade exposed to noise levels of 65 to 70 dBA Ldn. If glazing constitutes more than 20% of an exposed façade, then the glazing shall have a STC rating of up to 34 as dictated by the percent of glass. All surfaces shall be sealed and caulked in accordance with methods approved by the American Society for Testing and Materials (ASTM) to minimize sound transmission.

AFFORDABLE/WORKFORCE HOUSING

26. Affordable Dwelling Units ("ADUs"). The Applicant shall provide ADUs on the Property equal to 5% of all multi-family dwelling units and 12.5% of all single-family attached dwelling units to be constructed on the Property. The ADUs generated by the single-family attached dwelling units may be provided as multi-family units. The ADUs shall be administered in accordance with Part 8 of Article 2 of the Zoning Ordinance.
27. Workforce Dwelling Units ("WDUs"). In addition to the number of ADUs provided, the Applicant shall provide WDUs on the Property equal to 7% of all non-ADU and ADU bonus multi-family dwelling units to be constructed on the Property. The WDUs shall be administered as set forth in the Board of Supervisors Workforce Dwelling Unit Administrative Guidelines adopted October 15, 2007.

PUBLIC/COMMUNITY FACILITIES

28. Public School Contribution. Per the Residential Development Criteria Implementation Motion adopted by the Board of Supervisors on September 9, 2002, and revised July, 2006, the Applicant shall contribute \$9,378 per expected student (based on a ratio of 0.087 students per multi-family residential unit and 0.379 students per single family attached unit) to the Fairfax County School Board to be utilized for capital improvements to schools that any students generated by the Property will attend. Such contribution shall be made prior to the issuance of the first RUP for the Property and shall be based on the actual number of dwelling units built.

MISCELLANEOUS

29. Utilities. Concurrent with development of the Property, the Applicant shall place the existing overhead utilities along its South Street frontage underground.
30. Construction Management.
- A. The name and telephone number of a contact person for construction issues shall be provided in writing to the President of the Hillwood Civic Association and the District Supervisor, and be posted on the Property, prior to the start of construction.
 - B. Outdoor construction activities on the Property shall occur only between the hours of 7:00 a.m. and 9:00 p.m. Monday-Saturday, and 9:00 a.m. to 7:00 p.m. on Sundays and federal holidays; provided, however, that there shall be no outdoor construction on January 1st, July 4th, Thanksgiving Day and Christmas Day each year. The Applicants shall inform all contractors and subcontractors of the permitted hours of construction, and signs designating such construction hours shall be published in both English and Spanish and posted at all construction entrances.
 - C. Eighty (80) parking spaces within the adjacent garage on 2013 Tax Map 51-3 ((1)) 1B and 1E shall be provided for construction worker parking.
31. Trash Collection. Trash collection on the Property shall only occur between the hours of 7:00 AM and 9:00 PM, Monday through Saturday. The trash enclosure located in the southwest corner of the Property shall be constructed in substantial conformance with the illustrations on Sheet L-5 of the CDP.
32. Archaeological Review. A Phase I Archeological investigation by an archeological professional shall be conducted in areas identified by the Cultural Resource Management and Protection Section (CRMP) of the Park Authority 30 days before any land disturbance activities on the Property. Results of the Phase I study shall be provided to the CRMP. If the Phase I study warrants a Phase II archeological investigation that investigation shall also be conducted and submitted to the CRMP but shall not delay the approval of the site plan. If that Phase II study warrants a Phase III evaluation and recovery effort, that process shall not be a precondition of site plan approval but rather shall be carried out in conjunction with site construction.


33. Owners Association. Should the residential units be offered for individual sale, the Applicant shall cause the recordation of a declaration creating a condominium owners' association (referred to as the "COA"). The COA documents (including budgets provided in any offering or sale materials) shall disclose the various proffer and maintenance obligations set forth in these Proffers. Purchasers shall be advised in writing of these obligations, and other restrictions, prior to entering into a lease/contract of sale for units.
34. Adjustments in Contribution Amounts. For all proffers specifying contribution amounts or budgets for operational expenses, the contribution and/or budget amount shall adjust on a yearly basis from the base year of 2013 and change effective each January 1 thereafter, based on changes in the Consumer Price Index for all urban consumers (not seasonally adjusted) ("CPI-U"), both as permitted by Virginia State Code Section 15.2-2303.3.
35. Advanced Density Credit. Advanced density credit is reserved consistent with the provisions of the Fairfax County Zoning Ordinance for all eligible dedications described herein or as may be required by Fairfax County or VDOT.
36. Severability. Pursuant to Section 18-204 of the Zoning Ordinance, any portion of the Property may be the subject of a proffered condition amendment ("PCA"), Special Exception ("SE"), Special Permit ("SP"), or Final Development Plan Amendment ("FDPA") without joinder and/or consent of the owners of the other portions of the Property, provided that such PCA, SE, SP or FDPA does not materially adversely affect the other phases. Previously approved zoning applications applicable to the balance of the Property that is not the subject of such a PCA, SE, SP or FDPA shall otherwise remain in full force and effect.
37. Successors and Assigns. These Proffers will bind and inure to the benefit of the Applicant and their successors and assigns. Each reference to "Applicant" in this proffer statement shall include within its meaning and shall be binding upon Applicant's successor(s) in interest and/or developer(s) of the site or any portion of the site.
38. Counterparts. These Proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original, and all of which taken together shall constitute but one and the same instrument.

[SIGNATURE ON THE NEXT PAGE]

APPLICANT / TITLE OWNER OF TAX MAP
51-3 ((1)) 1D

ARLINGTON BOULEVARD DEVELOPMENT, L.L.C.

By: JBG/Company Manager IV, L.L.C.,
its Managing Member



By: W. Matt Kelly
Its: Managing Manager

[SIGNATURE ENDS]